



## **TTK PRESTIGE LIMITED**

(CIN: L85110TZ1955PLC015049)

Regd. Office: Plot No.38, SIPCOT Industrial Complex, Hosur – 635 126, TamilNadu  
Corporate Office: 11th Floor, Brigade Towers, 135, Brigade Road, Bangalore – 560 025  
www.ttkprestige.com, Email: investorhelp@ttkprestige.com Telephone : 91-80-22217438/39

### **POSTAL BALLOT NOTICE (“NOTICE”)**

**[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]**

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#### **TO THE MEMBERS OF THE COMPANY,**

Notice is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re- enactment(s) thereof for the time being in force), it is proposed to transact the following business by way of postal ballot / electronic voting (e-voting):

1. Approval for cancellation of 27,300 forfeited shares from the issued and paid-up equity share capital of the company.
2. Issue of Bonus Shares.
3. Approval of remuneration payable to Mr. T T Jagannathan as Non-executive Chairman and continuation of directorship for the remaining period of his present tenure i.e. till 30.6.2023.
4. Approval for payment of commission to Non-executive Directors.
5. Appointment of Mr. Dhruv Sriratan Moondhra (DIN: 00151532) as an Independent Director.
6. Re-appointment of Mr. R. Srinivasan (DIN: 00043658), as an Independent Director of the company for a term of 5 years w.e.f. August 21, 2019.
7. Approval of Appointment of Mr. K Shankaran (DIN: 00043205) as Whole-time Director and Secretary.

The statement pursuant to Section 102 of the Companies Act, 2013, pertaining to the resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto with a Postal Ballot Form for your consideration.

In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration Rules, 2014 (including any amendments thereto), the Company is pleased to provide electronic voting (“e-voting”) facility as an alternative, to enable the Members to cast their votes electronically instead of casting votes through the Form.

The Board of Directors of the Company at their meeting held on March 29, 2019 have appointed Mr. Parameshwar G. Hegde, Practicing Company Secretary, as the Scrutinizer (“Scrutinizer”) for conducting the postal ballot / e-voting process in a fair and transparent manner.

The Company has availed electronic voting platform of Karvy Fintech Private Limited (Karvy) to provide e-voting facility to its members. Members having shares in demat form or in physical form may vote either by way of Postal Ballot Form or by way of e-voting. In case the member has exercised the vote in physical as well as electronic mode, the vote by electronic mode only will be considered.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope so as to reach the Company not later than 17:00 hours IST on May 3, 2019. Postage will be borne and paid by the Company. Postal Ballot Forms, if sent at the expense of the Members, will also be accepted. The Postal Ballot Forms may also be deposited personally at the address given on the Business Reply Envelope. Please note that, Postal Ballot Forms received after 17: 00 hours IST on May 3, 2019 shall be deemed invalid.

The Scrutinizer will submit his report to the Chairman of the company after the completion of the scrutiny of the postal ballots and e-voting. The result of the Postal Ballot shall be announced by the Chairman or any other Director of the Company duly authorised, within 48 hours of the conclusion of the voting at the Corporate Office of the Company and communicated to the stock exchanges, depositories, and registrar and share transfer agents. The last date of receipt of the postal ballot forms / e-voting, i.e. May 3, 2019, shall be the date on which the resolution shall be deemed to have been passed, if approved by the requisite majority. The result would be declared and displayed at the Corporate Office of the Company and will be communicated to the National Stock Exchange of India Limited (NSE) and BSE Limited and will be placed along with the Scrutinizer's report on the Company's website [www.ttkprestige.com](http://www.ttkprestige.com)

## **SPECIAL BUSINESS**

### **1. Approval for cancellation of 27,300 forfeited shares from the issued and paid-up equity share capital of the Company.**

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 61(1)(e) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules framed thereunder and enabling provisions of the Articles of Association of the Company, consent of the members be and is hereby accorded to cancel 27,300 (Twenty Seven Thousand Three Hundred) equity shares of ₹ 10/- (Ten) Each which were issued out of the Authorized Share Capital of the Company, and which have neither been re-issued nor have been taken up or agreed to be taken up by any person and the amount of issued/subscribed share capital be and is hereby diminished by an amount of ₹ 2,73,000 (Rupees Two Lakh Seventy Three Thousand) being the nominal value of the forfeited shares so cancelled.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and give such directions as may be in

its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

## **2. Issue of Bonus Shares**

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board and subject to such approvals as may be required in this regard, consent of the members be and is hereby accorded to the Board for capitalization of such sum standing to the credit of the securities premium account, capital redemption reserve and/or free reserves of the Company as determined by the Board, as may be necessary for the purpose of the issue of bonus shares of ₹ 10/- each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members of the Company / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date (‘Record Date’) as may be fixed in this regard by the Board or a Committee appointed by the Board, in the proportion of 1 (one) equity share for every 5 (five) existing equity shares held by the members and that the bonus equity shares so issued and allotted shall, for all purposes, be treated as the Paid-up Share Capital of the Company entitled to by each such member.”

“**RESOLVED FURTHER THAT** no letter of allotment shall be issued to the allottees and the bonus shares shall be credited to the respective de-mat account of the allottees and that the certificate(s) in respect of bonus shares shall be completed and thereafter be dispatched to those allottees who do not hold shares in dematerialized form.”

“**RESOLVED FURTHER THAT** the issue and allotment of the said bonus shares to the extent they relate to Non-Resident Indians (‘NRIs’), Persons of Indian Origin (‘PIO’) / Overseas Corporate Bodies (‘OCBs’) and other foreign investors of the Company will be subject to the approval of the Reserve Bank of India (‘RBI’), and any other regulatory authority, as may be necessary.”

“**RESOLVED FURTHER THAT** the bonus shares so allotted shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with and carry the same rights as the fully paid-up equity shares of the Company as existing on the Record Date and shall be entitled to participate in full in any dividends and any other corporate action declared after the New Equity Shares are allotted.”

“**RESOLVED FURTHER THAT** in case of fractions of shares if any arising out of issue and allotment of Bonus Shares, the Board be and is hereby authorised to ignore such fractions, or otherwise to make suitable arrangements to deal with such fractions for the benefit of the eligible members, as they may deem fit.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit.”

### **3. Approval of remuneration payable to Mr. T T Jagannathan (DIN:00191522), as Non-executive Chairman and continuation of directorship for the remaining period of his present tenure i.e. till 30.6.2023.**

To consider and if thought fit to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors and subject to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013, Articles of Association and such other statutory regulations/approvals as may be applicable, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members of the Company be and is hereby accorded for payment of remuneration to Mr. T T Jagannathan (DIN:00191522), Chairman and Non-executive Director, as detailed below from 1.4.2019 to 30.6.2023.”

1. Remuneration: ₹ 5,00,000 per month.
2. Commission : 2% of the net-profits of the Company as computed under provisions of Sec 198 of the Companies Act, 2013.
3. Perquisites:
  - a. Medical expenses for self and spouse, whether incurred in India or abroad including premium on medical insurance and related travel expenses.
  - b. Company maintained Car with Driver.
  - c. Company maintained Chairman’s Office and reimbursement of expenses incurred in the performance of his duties.

**“RESOLVED FURTHER THAT** the above remuneration shall be subject to the total managerial remuneration payable by the Company to all its directors, in any financial year, not exceeding the limits permitted from time to time under Section 197 and other applicable provisions of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** pursuant to Regulation 17(6)(ca) of SEBI (LODR) Regulations, the above remuneration be paid to Mr. T T Jagannathan notwithstanding that such remuneration may exceed 50% of the total annual remuneration payable to all Non-executive directors during the Financial Year 2019-2020.”

**“RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the Company be and is hereby granted to the continuation of the appointment of Mr. T T Jagannathan, as the Non-Executive Chairman of the Company, not liable to retirement by rotation, until 30.6.2023, notwithstanding that Mr. T T Jagannathan may attain the age of 75 years during the tenure of his directorship till 30.6.2023.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution.”

#### **4. Approval for payment of Commission to Non-executive Directors:**

To consider and if thought to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions Section 197 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, and provisions of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such other approvals as may be required, approval of the Company, be and is hereby accorded for payment of remuneration by way of commission or otherwise excluding the fees payable to them for attending the meeting of the Board or Committee thereof, to directors of the Company, who are not managing or whole-time directors, for a period of 4 (four) years, commencing from April 01, 2019 up to March 31, 2023, of a sum not exceeding 5% (five percent) of the net profits of the Company, computed in accordance with Section 198 of the Companies Act, 2013, subject to the total managerial remuneration payable to all directors of the Company in any financial year not exceeding the limits prescribed from time to time under Section 197 and other applicable provisions of the Companies Act, 2013 or any statutory amendments thereof and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board of Directors of the Company from time to time.”

“**RESOLVED FURTHER THAT** the above resolution shall be effective from April 01, 2019.”

#### **5. Appointment of Mr. Dhruv Sriratan Moondhra (DIN: 00151532) as an Independent Director.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 149, 150 and 152 and other applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Dhruv Sriratan Moondhra (DIN: 00151532), who was appointed by the Board as an Additional Director, pursuant to Section 161 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder, Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee, with effect from April 01, 2019, in respect of whom the company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 years up to March 31, 2024, and that he shall not be liable to retire by rotation.”

#### **6. Re-appointment of Mr. R. Srinivasan (DIN:00043658), as an Independent Director of the Company for a term of 5 years w.e.f. August 21, 2019.**

To consider and if thought fit, to the following resolution(s) to be passed as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152, and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force) read with Schedule IV of the Companies Act, 2013, and further pursuant to Regulation 16(1)(b) and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any other relevant circulars and modifications, if any issued by Securities and Exchange Board of India

("SEBI") from time to time, approval of the members of the Company be and is hereby accorded for appointment of Mr. R. Srinivasan (DIN:00043658), notwithstanding that he has attained the age of 75 (seventy five) years of age, as Independent Non-Executive Director of the Company for a term of 5 (five) years commencing from August 21, 2019 to August 20, 2024 and that he shall not be liable to retire by rotation."

## **7. Approval of appointment Mr. K. Shankaran (DIN:00043205) as Whole-time Director and Secretary.**

To consider and if through fit, to pass, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V thereof and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to appoint Mr. K Shankaran (DIN: 00043205) as a Whole-time Director & Secretary designated as Director (Corporate Affairs) and Secretary or the such other designation as the Board may decide from time to time, for a period of 5 (five) years with effect from April 1, 2019 to March 31, 2024 on the remuneration and other terms and conditions of appointment as set out in the Statement annexed to the Notice."

**"RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to revise the terms of appointment and remuneration of Mr. K. Shankaran from time to time as they may deem fit within the applicable limits for the time being in force in accordance with the provisions of Section 197 of the Companies Act, 2013."

**"RESOLVED FURTHER THAT** Mr. K. Shankaran be and is hereby permitted to hold the office of Whole-time Director notwithstanding that he may have attained the age of 70 years during the term of this appointment."

**"RESOLVED FURTHER THAT** Mr. K Shankaran shall not be liable to retire by rotation."

**"RESOLVED FURTHER THAT** in the event of the Company incurring a loss or its profits are inadequate in any financial year during the currency of his tenure the Company shall pay to Mr. K. Shankaran the above remuneration as a Minimum Remuneration by way of Salary, perquisites and allowances in accordance with the provisions of Schedule V to the Companies Act, 2013 as amended from time to time".

Registered Office:  
Plot No.38, SIPCOT Industrial Complex,  
Hosur, TamilNadu

Bengaluru  
March 29, 2019

By order of the Board of Directors  
For TTK Prestige Limited

K Shankaran  
Whole-time Secretary & Director

## **NOTES:**

1. The statement of material facts pursuant to Section 102(1) of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed herewith.
2. The Notice is being sent to all the members whose names appear in the Register of members / list of beneficial owners as on March 29, 2019.
3. Notice of Postal Ballot is being sent through email to those Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode and to others the Notice is being sent by post along with Postal Ballot Form. Shareholders who have received Notice of Postal Ballot by e-mail and who wish to vote through Physical Postal Ballot Form can download the Postal Ballot Form from the link [www.ttkprestige.com](http://www.ttkprestige.com) or seek duplicate Postal Ballot Form from M/s. Karvy Fintech Private Limited, the Registrar and Transfer Agents of the Company.
4. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on March 29, 2019.
5. In compliance of section 108/110 of the Companies Act, 2013 and the Rules made there under and Regulation 44, SEBI Listing Obligation and Disclosure Requirements, 2015 (the "Listing Regulations"), the company has provided facility to the members to exercise their votes electronically and the members may vote on resolutions through the e-voting facility provided by M/s. Karvy Fintech Private Limited in the following manner:

## **Procedure & Instructions for E-Voting**

The instructions for E-Voting are as under:

- i. To use the following URL for e-voting: <https://evoting.karvy.com>
- ii. Enter the login credentials i.e., user id and password mentioned below this communication.  
Your Folio No / DP ID Client ID will be your user ID.
- iii. After entering the details appropriately, click on LOGIN.
- iv. You will reach the Password change menu wherein you are required to mandatorily change your password.  
The new password shall comprise of minimum 8 characters with at least one upper case (A-Z).
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVENT i.e. TTK Prestige Limited.
- vii. On the voting page, the number of shares as held by the shareholder as on March 29, 2019 (cut-off date) will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR" / "AGAINST" as the case may be. You are not required to cast all your votes in the same manner. You may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned herein above. If the shareholders do not want to cast their vote, they may choose the option 'ABSTAIN'.
- viii. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / de-mat account.

- ix. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
  - x. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [scrutinizerttkprestige@gmail.com](mailto:scrutinizerttkprestige@gmail.com).
  - xi. Once you have cast your vote on a resolution by e voting mode you will not be allowed to withdraw or modify it subsequently.
  - xii. The Portal will remain open for voting from: 9.00 a.m. on April 04, 2019 to 17.00 p.m. on May 03, 2019 (both days inclusive).
6. A Member cannot appoint Proxy to exercise his vote through postal ballot.
  7. Kindly note that the Shareholders can opt for only one mode of voting, i.e., either by Physical Postal Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Postal Ballot also and vice versa. However, in case a Shareholder casts his votes by both Physical Postal Ballot and e-voting, then voting done through e-voting shall prevail and voting done by physical ballot will be treated as invalid.
  8. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed business reply envelope to the Scrutinizer, so as to reach the Scrutinizer not later than close of working hours (i.e. 17.00 Hours) on May 03, 2019. The postage will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Shareholders will also be accepted. Postal Ballot received after 17.00Hours on May 03, 2019 will be strictly treated as if reply from the shareholder has not been received.
  9. The voting period ends on the close of working hours (i.e. 17.00 hours) on May 03, 2019. The e-voting module shall also be disabled by KCPL immediately thereafter.
  10. The Company has appointed Mr. Parameshwar G. Hegde, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
  11. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the result of the voting by Postal Ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before May 05, 2019 at the Corporate office of the Company at Bangalore and will also be displayed at the Registered Office of the Company and on the website of the company <http://www.ttkprestige.com/investor-relations/investor-information>, besides being communicated to BSE Limited and National Stock Exchange of India Limited on the said date.
  12. The resolution, if approved by requisite majority shall be deemed to have been passed on May 03, 2019, the last date specified for receipt of duly completed postal ballot forms or e-voting.
  13. All material documents referred to in the statement of material facts will be available for inspection at the registered Office of the Company.



**Additional information on Directors being appointed/ re-appointed as required under Regulation 36 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard-2 by ICSI:**

**Item No.5**

Name of the Director	Mr. Dhruv Sriratan Moondhra
Director Identification Number (DIN)	00151532
Date of Birth and Age	17.2.1977 (42 Years)
Date of First Appointment on the Board	April 01, 2019
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	<p>Mr. Dhruv Sriratan Moondhra is an Economics Graduate from Cornell University. He is a member of Phi Beta Kappa Society (ΦBK) which is the oldest honour society for the liberal arts and sciences in the United States. He has completed the Jonah Program, from AGI Goldratt Institute.</p> <p>He is Director and CEO in ICE Steel 1 Pvt Ltd (formerly ArcelorMittal Dhamm Processing Pvt Ltd) and is associated with the Company since its founding in 2008. He is a Director at Steel Mart India Private Limited, a leading retailer of specialty steels in India.</p> <p>He is also an Independent Director of Thirumalai Chemicals Limited since 2014.</p>
No. of Board Meetings attended during the year as a Director	Not Applicable
Directorships held in other Companies	Public Companies (all listed) Thirumalai Chemicals Limited
Memberships / Chairmanships of Committees of other Boards	Thirumalai Chemicals Limited - Risk Management Committee (Member)
Remuneration last drawn	Not Applicable
Remuneration sought to be paid	Sitting fees as approved by the Board of Directors within the limits of the applicable laws and Commission as approved by the Board.
Shareholding in the Company	Nil
Relationship with other Directors and Key Managerial Personnel of the Company	Nil

**Item No.6**

Name of the Director	Mr. R. Srinivasan
Director Identification Number (DIN)	00043658
Date of Birth and Age	9.10.1941 (77 years)
Date of First Appointment on the Board	10.9.2000
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	Mr. R. Srinivasan is B.E. (Hons) and is the Independent Director of our Company. He has over 50 years of vast industrial experience and is also a Management Consultant.  He also currently serves as an independent director on the boards of Kirloskar Oil Engines Limited, Sundaram Fastners and Yuken India Limited.
No. of Board Meetings attended during the year as a Director	Six (out of six meetings held)
Directorships held in other Companies	Public Companies (all listed) - Kirloskar Oil Engines Limited - Sundaram Fastners Limited - Yuken India Limited
Memberships / Chairmanships of Committees of other Boards	1) Kirloskar Oil Engines Limited - Audit Committee (Chairman) 2) Sundaram Fastners Limited - Audit Committee (Chairman) - Nomination & Remuneration Committee (Member) 3) Yuken India Limited - Audit Committee (Member) - Nomination & Remuneration Committee (Chairman) - CSR Committee (Member)
Remuneration last drawn (FY 2017-18)	₹ 21.79 lakhs (sitting fees and commission)
Remuneration sought to be paid	Sitting fees as approved by the Board of Directors within the limits of the applicable laws and Commission as approved by the Board
Shareholding in the Company	Nil
Relationship with other Directors and Key Managerial Personnel of the Company	Nil

**Item No.7**

Name of the Director	Mr. K Shankaran
Director Identification Number (DIN)	00043205
Date of Birth and Age	11.11.1953 (65 years)
Date of First Appointment on the Board	1.11.1993
Brief Resume, Qualification, Experience and Nature of Expertise in specific functional areas	Mr. K.Shankaran is a qualified Cost & Management Accountant & Company Secretary and has more than 40 years of experience encompassing Corporate & General Laws, Corporate Finance, Taxation, Human Resource , Business Strategy and General Management.

No. of Board Meetings attended during the year as a Director	Six (out of six meetings held)
Directorships held in other Companies	Public Companies (all listed) - TTK Healthcare Limited
Memberships / Chairmanships of Committees of other Boards	- TTK Healthcare Limited - Stakeholder Relationship Committee (Chairman) - Audit Committee (Member) - Nomination & Remuneration Committee (Member) - CSR Committee (Member)
Remuneration last drawn (FY 2017-18)	₹ 348.64 lakhs
Remuneration sought to be paid	Salary and Commission as approved by the Board of Directors within the limits of the applicable laws & recommended by Nomination & Remuneration Committee.
Shareholding in the Company	1342 shares
Relationship with other Directors and Key Managerial Personnel of the Company	Nil

**STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.**

**1. Approval for cancellation of 27,300 forfeited shares from the Issued and Paid-up Equity Share Capital of the Company.**

The Board of Directors at their meeting held on December 22, 2008 forfeited 28,600 Equity shares in the Share Capital of the company for non-payment of arrears of allotment monies. Later the Board annulled forfeiture of 1,300 Equity Shares during the year 2009-2010. 27,300 forfeited shares are remaining in the books of the company with paid up value of ₹ 5 each. While showing details of the Equity Share Capital in the Balance sheet, the details of forfeited shares also needs to be shown till the time these shares are either re-issued or cancelled. Since the quantity is too small for re-issue on rights basis or preferential basis, the Board has decided not to re-issue the forfeited shares, and since the said shares have not been taken or agreed to be taken by any person, the said shares are available to be cancelled. Therefore, pursuant to Section 61(1)(e) of the Companies Act, 2013 and such other applicable provisions of the Companies Act, 2013, it is now proposed to cancel 27,300 Equity Shares and reduce the same from the issued, subscribed and paid-up capital of the Company. The Authorized Capital will not be affected by this cancellation and will remain at ₹ 15 crores divided into 1,50,00,000 shares of ₹ 10/- each. Upon cancellation of forfeited shares, the amount of ₹ 5/- paid up on these shares will be dealt with in accordance with applicable Accounting Standards.

Pursuant to the provisions of Section 61(1)(e) of the Companies Act, 2013, approval of the shareholders of the Company is required to cancel the forfeited shares and accordingly diminish the number and nominal value of the same from the issued Share Capital.

No director, key managerial personnel or their relatives are interested in or concerned with the Resolution. The Board recommends the Resolution set forth for approval of the members.

**2. Issue of Bonus Shares**

The Company has Reserves and Surplus of ₹994.09 Crores as on 31.3.2018. The Board of Directors of the Company at their meeting held on March 29, 2019 considered it desirable to recommend issue of fully paid-up Bonus Shares in the ratio of 1 (one) share for every 5 (five) shares by capitalization of Reserves and Surplus subject to the approval of the shareholders and such other authorities as may be required. Such issue will benefit all the shareholders and improve the liquidity.

The Bonus shares, on allotment shall rank pari-passu with the existing equity shares of the company and including dividend, if any, declared / paid during the year in which they are allotted.

The proposed Bonus issue is not in lieu of Dividend.

The Record Date for determining the eligibility of the shareholders to receive the said Bonus Shares will be announced by the Company through designated stock exchanges and will also be displayed on the website of the company [www.ttkprestige.com](http://www.ttkprestige.com).

The Directors recommend the Resolution set out in the Notice for the approval of the Members by way of Special Resolution.

No director, key managerial personnel or their relatives are interested in or concerned with the Resolution except to the extent of shares held by them in the Company.

### **3. Approval of remuneration payable to Mr. T T Jagannathan (DIN: 000191522) as Non-Executive Chairman and continuation of directorship for the remaining period of his present tenure i.e. till 30.6.2023.**

At the Annual General Meeting held on 25th July 2018, Mr. T T Jagannathan was appointed as Whole-time Director in the capacity of Executive Chairman for a period of 5 years by means of a Special Resolution.

Mr. T T Jagannathan retires as Executive Director effective from 1.4.2019 but will continue to serve as Chairman and Non-Executive Director until 30.6.2023. As per the provisions of his appointment he need not retire by rotation and will complete his tenure as a non-executive Director of the Company until 30.6.2023.

Mr. T T Jagannathan has been at the helm of TTK Prestige Limited since 1975 and has substantially contributed to the growth of the Company and led it to leadership levels in Small Appliance Industry and reach a market cap beyond one billion dollars. Considering his extraordinary contributions, the Board of Directors at the meeting held on 29th March 2019 considered the recommendation of the Nomination and Remuneration Committee and unanimously approved the proposal for Mr. T T Jagannathan to continue as Non-Executive Chairman and continue to engage with the company to guide and mentor the Company with his expertise in innovation and rich experience and approved the remuneration fixed by the Nomination and Remuneration Committee to be drawn by Mr. T T Jagannathan as Non-executive Director from 1.4.2019. The Board recommends the resolution in relation to the continuation of directorship of Mr. T. T. Jagannathan as a Non-Executive Director even after he attains the age of 75 years till the expiry of the current term, for the approval of the Members of the Company. Continuation of his directorship on the Company will be of immense benefit to the Company. Given that Mr. T T Jagannathan will also continue to closely engage with the Company, guide and mentor the management of the Company, the remuneration payable to Mr. T T Jagannathan, as has been described below, will exceed 50% of the total annual remuneration payable to all non-executive directors of the Company.

As per the original terms of appointment Mr. T T Jagannathan is entitled to a remuneration of ₹ 5 lakhs per month with applicable allowances and a commission not exceeding 4% of net profits of the Company as determined in accordance with the provisions of Sec 197 of the Companies Act, 2013. The revised remuneration fixed by the Board from 1.4.2019 is ₹ 5 lakhs per month and a commission of 2% of net profits along with other perquisites as detailed in the resolution. The proposed remuneration is in line with industry practices and commensurate with the proposal to continue his engagement with the Company and commit a major part of his time in guiding the Company. The Act and Articles permit payment of monthly remuneration as well as commission on profits subject to the approval shareholders by means of a Special Resolution. The total remuneration payable to Mr. T T Jagannathan will be within the permissible limits of Section 197 of the Companies Act, 2013.

The Board recommends the adoption of the Special Resolution placed before the shareholders in this regard.

Mr. T T Jagannathan and his relatives Mr. T T Raghuathan and Mr. T T Mukund are deemed to be interested in this resolution. No other director or Key Managerial Personnel or their relative is concerned or interested in this item of the Agenda.

#### **4. Approval for payment of Commission to Non-Executive Directors:**

Section 197 of the Companies Act, 2013 as amended by the Companies (Amendment) Act, 2017 permits payment of remuneration who are neither Managing Director nor Whole-time Directors (Non-Executive Directors) of a company by way of commission, in excess of 1% of the net profits of a company as computed in accordance of with provisions of Section 198 subject to the approval of the members by means of a Special Resolution. The members of the Company at the Annual General Meeting held on August 03, 2016 had approved the remuneration payable to Non-Executive Directors by way of commission not exceeding one percent of the net profits of the Company for each financial year.

The Non-Executive Directors and Independent Directors of your Company bring with them significant professional expertise and rich experience across a wide spectrum of functional areas such as marketing, technology, business strategy, finance and corporate governance. In order to do justice to their contribution and attract and retain such directors it is necessary to remunerate them adequately. The aggregate remuneration that may be paid to such Directors may exceed one percent of the net-profits of the Company in a financial year. This resolution enables such payment, but within overall limit of total managerial remuneration permitted from time to time under Section 197 of the Companies Act, 2013 or Rules made thereunder or any statutory modifications thereof. The payment of such commission shall be in addition to the sitting fees for attending Board/Committee meetings.

The Board recommends the adoption of the Special Resolution placed before the shareholders in this regard.

Except the Key Managerial Personnel and their respective relatives all the other Directors are deemed to be concerned or interested in this resolution.

#### **5. Appointment of Mr. Dhruv Sriratan Moondhra (DIN:0015132) as an Independent Director.**

The Board, at its meeting held on March 29, 2019, appointed Mr. Dhruv Sriratan Moondhra as an Additional Director of the Company with effect from April 01, 2019, pursuant to Section 161 of the Companies Act, 2013. The Company has also received (i) consent in writing from Mr. Dhruv Sriratan Moondhra to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'), (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Dhruv Sriratan Moondhra to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub section (6) of Section 149 of the Act.

The Company has received a notice under section 160 of the Companies Act, 2013 in writing from a Member proposing his candidature for the office of a Director of the Company.

In the opinion of the Board, Mr. Dhruv Sriratan Moondhra fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent. A copy of the draft letter of appointment of Mr. Dhruv Sriratan Moondhra as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on any working day.

The resolution seeks the approval of members for the appointment of Mr. Dhruv Sriratan Moondhra as an Independent Director of the Company up to March 31, 2024 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The Board recommends the resolution for approval of the members. The disclosures under Regulation 36(3) of SEBI-LODR and Secretarial Standards SS-2 of ICSI are appended.

No director, key managerial personnel or their relatives except Mr. Dhruv Sriratan Moondhra to whom the resolution relates is interested in or concerned in the resolution.

## **6. Re-Appointment of Mr. R. Srinivasan (DIN:00043658) as an Independent Director of the Company for term of 5 years w.e.f. August 21, 2019.**

Mr. R. Srinivasan (DIN:00043658) was appointed as an Independent Director of the Company for a term of 5 years from August 21, 2014 to August 20, 2019 in accordance with the provisions of the Companies Act, 2013.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for reappointment for a further term of 5 years on passing of a special resolution by the company and that such appointment shall be disclosed in the Board's report.

Further, as per the new regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (hereinafter referred to as SEBI Listing Regulations) Regulations, 2015, which is applicable effective from April 01, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Since Mr. R. Srinivasan has attained the age of 75 years his reappointment as the Non-Executive Independent Director in the Company w.e.f. August 21, 2019 requires the approval of the shareholders through a special resolution.

The Company has received (i) consent in writing from Mr. R Srinivasan to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'), (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Mr. R Srinivasan to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in subsection (6) of Section 149 of the Act and as per the SEBI Listing Regulations. A copy of the draft letter of appointment of Mr. R. Srinivasan as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on any working day.

Mr. R. Srinivasan being eligible, has given his consent for his re-appointment for the second term of 5 (five) years commencing from August 21, 2019 and until August, 20 2024. Mr. R. Srinivasan is B.E. (Hons.) and an independent professional having vast industrial experience and is also a Management Consultant.

The Board during its evaluation was appreciative of his valuable contribution at the Board deliberations and were of the view that his continued association would be of immense benefit to the Company considering his leadership quality and vast industrial experience. Based on the recommendation of the Nomination and Remuneration Committee of the Board at its meeting held on March 29, 2019, the Board of Directors, subject to the approval of the shareholders, approved the re-appointment of Mr. R. Srinivasan for a second term of five years commencing from August 21, 2019 and until August 20, 2024.

Accordingly, the Board recommends the resolution for re-appointment of Mr. R. Srinivasan as an Independent Director for the approval by the shareholders of the Company by way of Special Resolution. The disclosures under Regulation 36(3) of SEBI-LODR and Secretarial Standards SS-2 of ICSI are appended.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. R. Srinivasan and his relatives are, in any way, concerned or interested in the said resolution.

## 7. Approval of Appointment Mr. K. Shankaran (DIN:00043205) as Whole-time Director and Secretary.

Mr. K. Shankaran has been the whole-time Secretary from 09.10.1990 and also holds the office of Director liable to retire by rotation since 01.11.1993.

The Board of Directors in their meeting held on March 29, 2019 on the recommendation of the Nomination and Remuneration Committee, subject to approval of the shareholders by Special Resolution, have appointed Mr. K Shankaran as Whole time Director & Secretary for a period of 5 years with effect from 01.4.2019 to 31.3.2024.

The terms of appointment of Mr. K Shankaran as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors are as follows:

A	Salary	₹ 4,00,000 per month	
B	1	Housing	House Rent Allowance of 60% of the salary
	2	Gas, Water & Electricity	The expenditure incurred by the Company on Gas, Electricity, Water, Furnishings etc., shall be valued as per Income Tax Rules, 1962 subject to a ceiling of 10% of the salary
	3	Medical	One month's salary in a year or three month's salary over a period of three years for self, wife, children and dependents
	4	Leave Travel Assistance	For self and family, to and fro Airfare to any place in India once a year.
	5	Club Fees	Fees for one club not including admission and life membership fee.
	6	Personal Accident Insurance	Personal accident cover, as per the rules of the company
C	Other Benefits		
	1	Provident Fund contribution	As per rules of the company
	2	Superannuation contribution	As per rules of the company
	3	Leave and Leave encashment benefits	As per rules of the company
	4	Gratuity	As per rules of the company
	5	Hospitalization	As per rules of the company
D	1	Car	Free use of Company maintained car with driver
	2	Telephone	Telephone at residence
E		Performance Bonus/ Commission	A minimum of 0.75% of the net profits of the Company as computed under the provisions of Section 198 of the Companies Act, 2013. The rate of Commission will stand increased to 1.25% if the said net profits in any financial year exceeds 130% of the net profits of the preceding financial year

The above remuneration exclusive of Commission shall be paid to Mr. K Shankaran as minimum remuneration in the event of the Company incurring loss or inadequacy of profits in any financial year during his tenure in accordance with the provisions of Schedule V of the Companies Act, 2013 or any statutory modifications thereof.

The appointment is on contractual basis and is terminable with 3 months' notice on either side.

The Board recommends the adoption of the Special Resolution placed before the shareholders in this regard. The disclosures under Regulation 36(3) of SEBI-LODR and Secretarial Standards SS-2 of ICSI are appended.

Except Mr. K Shankaran to whom the resolution relates, no Director, Key Managerial Personnel and their relatives are in any way, concerned or interested in the said resolution.

By order of the Board of Directors  
For TTK Prestige Limited

Bengaluru  
March 29, 2019

K Shankaran  
Whole-time Secretary & Director